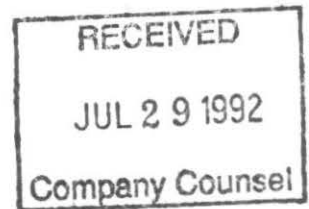


SULLIVAN & CROMWELL

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*125 Broad Street, New York 10004*

250 PARK AVENUE, NEW YORK 10177  
1701 PENNSYLVANIA AVE., N.W., WASHINGTON, D.C. 20006  
444 SOUTH FLOWER STREET, LOS ANGELES 90071  
8, PLACE VENDÔME, 75001 PARIS  
ST. CLAVE'S HOUSE, 98 IRONMONGER LANE, LONDON EC2V 8EY  
140 WILLIAM STREET, MELBOURNE 3000  
2-1, MARUNOUCHI 1-CHOME, CHIYODA-KU, TOKYO 100

July 28, 1992

Securities and Exchange Commission,  
450 Fifth Street,  
Washington, D.C. 20549.

Re: Philips Electronics N.V.;  
North American Philips Corporation;  
Lockheed Corporation and  
Lockheed Sanders, Inc.

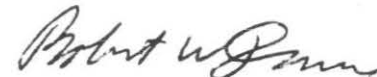
Dear Sir/Madam:

Enclosed on behalf of Philips Electronics N.V., a corporation organized under the laws of The Netherlands, North American Philips Corporation, a Delaware corporation, Lockheed Corporation, a Delaware corporation and Lockheed Sanders, Inc., a Delaware corporation, for filing pursuant to Section 16(a) under the Securities Exchange Act of 1934, as amended, and Rule 16a-3 promulgated thereunder, please find three (3) copies of (i) Statements of Beneficial Ownership on Form 3 and (ii) Statements of Changes in Beneficial Ownership on Form 4 relating to the common stock, no par value, of Mediagenic.

Any questions regarding the enclosed Forms 3 and Forms 4 should be addressed to Kevin Miller of this firm at (212) 558-3420.

Please acknowledge your receipt of the enclosed materials by stamping the enclosed copy of this letter and returning it to the waiting messenger.

Very truly yours,



Robert W. Downes

Securities and Exchange Commission

-2-

(Enclosures)

cc: Brian Kelly  
(Mediagenic)

Kenneth L. Henderson  
(Robinson Silverman  
Pearce Aronsohn & Berman)

Carol R. Marshall  
(Lockheed Corporation)

Roger K. Hoover  
(Lockheed Sanders, Inc.)

**FORM 3**

**U.S. SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**OMB APPROVAL**  
OMB Number 3236-0104  
Expires: February 1, 1994  
Estimated average burden  
hours per response . . . . 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person</b>  Philips Electronics N.V.  (Last) (First) (Middle)  Groenewoudseweg 1, 5621 BA  (Street)  Eindhoven, The Netherlands  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b>  February 19, 1992 <b>3. IRS or Social Security Number of Reporting Person (Voluntary)</b>  Not Applicable	<b>4. Issuer Name and Ticker or Trading Symbol</b>  Mediagenic <b>5. Relationship of Reporting Person to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	<b>6. If Amendment, Date of Original (Month/Day/Year)</b>  Not Applicable
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**Table I — Non-Derivative Securities Beneficially Owned**

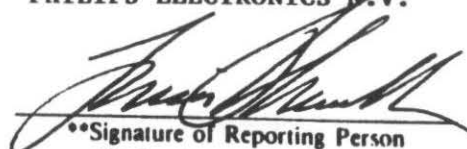
<b>1. Title of Security (Instr. 4)</b>	<b>2. Amount of Securities Beneficially Owned (Instr. 4)</b>	<b>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</b>	<b>4. Nature of Indirect Beneficial Ownership (Instr. 5)</b>
Common Stock, no par value	16,295,010	I	By North American Philips Corporation

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
(Print or Type Responses)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

PHILIPS ELECTRONICS N.V.

By:  July 22, 1992  
 \*\*Signature of Reporting Person Date  
 Name: F.P. Carrubba  
 Title: Executive Vice President

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient,  
 See Instruction 6 for procedure.

# FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number	3235-0287
Expires:	February 1, 1994
Estimated average burden hours per response	0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>Philips Electronics N.V.</b>			2. Issuer Name and Ticker or Trading Symbol <b>Mediagenic</b>		6. Relationship of Reporting Person to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)  <b>NA</b>	4. Statement for Month/Year  <b>February, 1992</b>	
Groenewoudseweg 1, 5621 NS (Street)  <b>Eindhoven, The Netherlands</b>			5. If Amendment, Date of Original (Month/Year)		

**Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Common Stock, no par value	2/24/92	J		10,000,000	A	See Explanation	26,295,010	I	By North American Philips Corporation

**Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

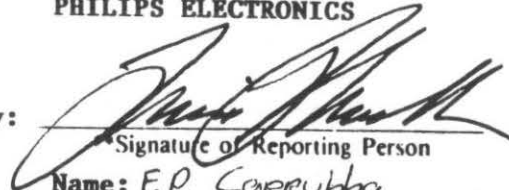
Explanation of Responses:

**This Form 4 relates to the issuance by Mediagenic to North American Philips Corporation of shares of Mediagenic Common Stock in satisfaction of the secured claim of North American Philips Corporation and Lockheed Sanders, Inc. against Mediagenic.**

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

PHILIPS ELECTRONICS

By:  July 22, 1992  
 Signature of Reporting Person Date  
 Name: F.P. Carrubba  
 Title: Executive Vice President

# FORM 3

**U.S. SECURITIES AND EXCHANGE COMMISSION**  
 Washington, D.C. 20549

<b>OMB APPROVAL</b>	
<b>OMB Number</b>	<b>3236-0104</b>
<b>Expires:</b>	<b>February 1, 1984</b>
<b>Estimated average burden hours per response</b>	<b>... 0.5</b>

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person</b> North American Philips Corporation (Last) (First) (Middle) 100 East 42nd Street (Street) New York, New York 10017 (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> February 19, 1992 <b>3. IRS or Social Security Number of Reporting Person (Voluntary)</b> 13-1895219	<b>4. Issuer Name and Ticker or Trading Symbol</b> Mediagenic <b>5. Relationship of Reporting Person to Issuer (Check all applicable)</b> <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	<b>6. If Amendment, Date of Original (Month/Day/Year)</b>  Not Applicable
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**Table I — Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, no par value	16,295,010	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 (Print or Type Responses)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

NORTH AMERICAN PHILIPS CORPORATION

By: Samuel P. Posa  
 \*\*Signature of Reporting Person                      Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, See Instruction 6 for procedure.

Name:  
 Title:



## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>North American Philips Corporation</b>			2. Issuer Name and Ticker or Trading Symbol <b>Mediagenic</b>		6. Relationship of Reporting Person to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary) <b>13-1895219</b>	4. Statement for Month/Year <b>February, 1992</b>		
100 East 42nd Street (Street)				5. If Amendment, Date of Original (Month/Year)		
New York, New York 10017 (City) (State) (Zip)						

**Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Common stock, no par value	2/24/92	J		10,000,000	A	See Explanation	26,295,010	D	

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:  
**This Form 4 relates to the issuance by Mediagenic to North American Philips Corporation of shares of Mediagenic Common Stock in satisfaction of the secured claim of North American Philips Corporation and Lockheed Sanders, Inc. against Mediagenic.**

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
 If space provided is insufficient, see Instruction 6 for procedure.

**NORTH AMERICAN PHILIPS CORPORATION**

By: Samuel J. Rozel Date \_\_\_\_\_  
 \*\*Signature of Reporting Person  
 Name:  
 Title: **Samuel J. Rozel**  
**Senior Vice President and Secretary**

# FORM 3

## U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
OMB Number	3235-0104
Expires:	February 1, 1984
Estimated average burden hours per response	.... 0.5

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>Lockheed Corporation</b>			2. Date of Event Requiring Statement (Month/Day/Year) <b>February 19, 1992</b>	4. Issuer Name and Ticker or Trading Symbol <b>Mediagenic</b>	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary) <b>950941880</b>	5. Relationship of Reporting Person to Issuer (Check all applicable)	
<b>4500 Park Granada Blvd.</b>				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street) <b>Calabasas, California 91399</b>			6. If Amendment, Date of Original (Month/Day/Year) <b>Not Applicable</b>		
(City)	(State)	(Zip)	Table I — Non-Derivative Securities Beneficially Owned		

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock, no par value</b>	<b>16,295,010</b>	<b>I</b>	<b>Approximately 50% beneficial interest in shares held by North American Phillips Corporation</b>

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

LOCKHEED CORPORATION

By: C. R. Marshall 7/17/92  
 \*\*Signature of Reporting Person Date  
 Name: C. R. Marshall  
 Title: Vice President-Secretary

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, See Instruction 6 for procedure.

# FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number 3235-0287  
Expires: February 1, 1994  
Estimated average burden  
hours per response 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>Lockheed Corporation</b>			2. Issuer Name and Ticker or Trading Symbol <b>Mediagenic</b>		6. Relationship of Reporting Person to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary) <b>95-0941880</b>	4. Statement for Month/Year <b>February, 1992</b>		
4500 Park Granada Blvd. (Street)				5. If Amendment, Date of Original (Month/Year)		
Calabasas, California 91399 (City) (State) (Zip)						

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Common Stock, no par value	2/24/92	J		10,000,000	A	See Explanation	26,295,010	I	See Explanation

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
(Print or Type Responses)

**Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

Lockheed Corporation acquired an approximate 50% interest in shares of Mediagenic issued by Mediagenic to North American Philips Corporation in satisfaction of the secured claim of North American Philips Corporation and Lockheed Sanders, Inc. (a wholly owned subsidiary of Lockheed Corporation) against Mediagenic.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

LOCKHEED CORPORATION

By: C. R. Marshall 7/17/92  
 \*\*Signature of Reporting Person Date

Name: C. R. Marshall  
 Title: Vice President-Secretary

# FORM 3

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

<b>OMB APPROVAL</b>	
OMB Number	3235-0104
Expires:	February 1, 1994
Estimated average burden hours per response	. . . . 0.5

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>Löckheed Sanders, Inc.</b>			2. Date of Event Requiring Statement (Month/Day/Year) <b>February 19, 1992</b>	4. Issuer Name and Ticker or Trading Symbol <b>Mediagenic</b>	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary) <b>02-0230872</b>	5. Relationship of Reporting Person to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
65 Spit Brook Road					
(Street)					
Nashua, New Hampshire 03061			6. If Amendment, Date of Original (Month/Day/Year) <b>Not Applicable</b>		
(City)	(State)	(Zip)	<b>Table I — Non-Derivative Securities Beneficially Owned</b>		

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, no par value	16,295,010	I	Approximately 50% beneficial interest in shares held by North American Phillips Corporation



# FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number	3235-0287
Expires:	February 1, 1994
Estimated average burden hours per response	0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>Lockheed Sanders, Inc.</b> (Last) (First) (Middle) <b>65 Spit Brook Road</b> (Street) <b>Nashua, New Hampshire 03061</b> (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <b>Mediagenic</b>		6. Relationship of Reporting Person to Issuer (Check all applicable) ..... Director <input checked="" type="checkbox"/> 10% Owner ..... Officer (give title below) _____ Other (specify below)	
		3. IRS or Social Security Number of Reporting Person (Voluntary) <b>02-0230872</b>		4. Statement for Month/Year <b>February, 1992</b>	
				5. If Amendment, Date of Original (Month/Year)	

**Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Common Stock, no par value	2/24/92	J		10,000,000	A	See Explanation	26,295,010	I	See Explanation



Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

Lockheed Corporation acquired an approximate 50% interest in shares of Mediagenic issued by Mediagenic to North American Philips Corporation in satisfaction of the secured claim of North American Philips Corporation and Lockheed Sanders, Inc. (a wholly owned subsidiary of Lockheed Corporation) against Mediagenic.

LOCKHEED SANDERS, INC.

By:       7/20/92  
 \*\*Signature of Reporting Person      Date

Name: Roger K. Hoover  
 Title: Secretary

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.